

**AMENDED AND RESTATED BYLAWS OF
Medical Supplies Network, Inc. (MSNI)
(A Not-for-Profit Corporation)**

**ARTICLE 1
NAME AND OFFICES**

Section 1.1 Name. The name of the not-for-profit corporation is: **MEDICAL SUPPLIES NETWORK, INC.**

Section 1.2 Principal Office. The registered and principal office of the Corporation shall be in the city of Tulsa, county of Tulsa in the state of Oklahoma.

Section 1.3 Other Offices The Corporation may also have offices at such other places within or without the state of Oklahoma, as the Board of Directors may from time to time determine or the business of the Corporation may require.

**ARTICLE 2
STATEMENT OF PURPOSE**

Section 2.1 Purpose. The purpose of the Corporation is to engage in charitable activities consistent with Section 501(c)(3) of the Internal Revenue Code.

Section 2.2 No Dividends or Remuneration. The Corporation will pay no dividends or other remuneration, directly or indirectly, to members of its Board of Directors.

**ARTICLE 3
NON-DISCRIMINATION AND CONFLICT OF INTEREST**

Section 3.1 The Board of Directors and Staff of the Corporation shall abide by the Non-Discrimination and Conflict of Interest Policies duly authorized by the Board of Directors.

**ARTICLE 4
BOARD OF DIRECTORS**

Section 4.1 Management by Board of Directors. The management of the affairs of the Corporation is vested in its Board of Directors, consisting of at least seven (7) but no more than seventeen (17) members. Each such member may be referred to herein as a Director. The Board shall consist of a minimum of one Director and Rotarian from each state represented in District 6110 (Arkansas, Kansas, Missouri, Oklahoma). Additionally, there may be Directors that are members of Rotary International and who are not members of Rotary International.

Section 4.2 Terms of Office. The term of office for each member of the Board of Directors shall be three (3) years, beginning on July 1, *provided, however,* a member may be elected to join the Board mid-year, for a

stub period beginning prior to July 1, subject to re-election as part of the next July 1 slate of members. It is intended that approximately one-third (1/3) of the Board of Directors shall be elected each year. Members may serve two (2) full consecutive terms; provided that the stub period of less than one (1) year of service for a member elected mid-year, prior to re-election as part of a July 1 slate, shall not count against such two (2) consecutive term maximum. Following such consecutive terms, former members are eligible to serve again twelve (12) months after the end of their terms. Each duly elected member of the Board of Directors shall serve until the expiration of his or her term, or his or her resignation, death, or removal.

Section 4.3 Nominations. The outgoing President of the Board and Vice President shall prepare a list of nominees for election to the Board of Directors for the ensuing year to fill the seats of members whose terms of office will expire and any vacancies that may exist. The Secretary shall submit such list to the Board, with the list of those member Directors whose term of office shall continue in the ensuing year, not less than ten (10) days prior to the Annual Meeting of the Board of Directors.

Section 4.4 Election. Members of the Board of Directors are elected by majority vote of the members present at the Annual Meeting.

Section 4.5 Removal of Directors. A Board of Directors member may be removed with or without cause from the Board of Directors by affirmative vote of a majority of the entire Board of Directors. If any member of the Board of Directors shall fail to attend three (3) consecutive meetings of the Board of Directors without excuse as reasonably satisfactory of the President of the Board, then such member shall be deemed to have resigned.

Section 4.6 Vacancies. When a vacancy occurs in the Board of Directors during the year, the Board, at its sole discretion, may fill such vacancy at the time the vacancy occurs per Section 4.2. Any Board of Directors member may nominate an individual for the Board of Directors; however, the prospective member shall attend at least one (1) meeting prior to election.

Section 4.7

Section 4.7.1 Regular Meetings. Regular meetings of the Board of Directors, inclusive of the Annual Meeting, shall be held at least quarterly. The Board of Directors shall set the dates, time(s) and location(s) for the meetings, and provide written notice by email or US. mail to all members of the Board of Directors not less than three (3) days prior to the date of such meetings.

Section 4.7.2 Annual Meeting The Annual Meeting of the Board of Directors shall be held in the fourth quarter of the fiscal year. At the Annual Meeting, among other items of business, the Board of Directors shall: (a) confirm the members of the Board of Directors whose term of office shall continue in the ensuing year and elect any members of the Board of Directors whose term of office shall begin in the ensuing year, (b) elect Officers of the Board of Directors for the ensuing year, (c) approve the annual budget for the ensuing fiscal year, and (d) review these Bylaws and such then current policies previously approved by the Board, including and without limitation Non-Discrimination and Conflict of Interest Policies and the Financial Procedures Manual.

Section 4.7.3 *Special Meetings* Special meetings of the Board of Directors may be called at any time by the President of the Board or any three (3) members of the Board of Directors acting in concert. Written notice of any special meeting must be given by US mail or email to each member of the Board of Directors not less than three (3) days prior to the date of such meetings

Section 4.7.4 *Waiver of Notice*. Attendance by a member of the Board of Directors at any regular or special meeting without protesting, prior thereto or at its commencement, failure of notice of such meeting shall be waiver of the applicable notice requirement.

Section 4.7.5 *Quorum*. A quorum of any meeting of the Board of Directors consists of at least half (1/2) plus one of the total membership of the entire Board of Directors. The affirmative vote of a majority of those in attendance shall be sufficient for the transaction of business by the Board of Directors.

Section 4.8 *Alternative Voting*. Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if all members of the Board of Directors consent in writing or by electronic transmission and the writing or writings or electronic transmission or transmissions are filed with the minutes of the Board of Directors.

Section 4.9 *Compensation*. Members of the Board of Directors shall not receive any salaries or compensation for their services, except for reimbursement of ordinary and necessary business expenses paid or incurred by members of the Board of Directors, as detailed in the financial policies of the Corporation.

ARTICLE 5 POWERS AND DUTIES OF THE BOARD OF DIRECTORS

Section 5.1 *General Powers*. The Board of Directors of the Corporation has the general power to elect Officers; to employ and terminate agents, including employees; to appoint committees; to fix salaries and compensation; to prescribe the duties of Officers, agents, and committees; to prescribe rules and regulations governing the Board of Directors and agents and the use of its property; to expend the funds of the Corporation; to borrow money and give security therefore; to establish budgets; and to do all other acts and things necessary or expedient in connection with the conduct of the affairs of the Corporation.

Section 5.2 *Contracts*. The Board of Directors may authorize any Officer or Officers, agent, or agents of the Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

ARTICLE 6

OFFICERS OF THE BOARD OF DIRECTORS

Section 6.1 *Officers.* The elected officers of the Board of Directors of the Corporation shall consist of a President of the Board, Vice President, Secretary, Treasurer and Assistant Treasurer (each an "Officer"). All Officers must be members of the Board of Directors.

Section 6.2 *Nomination and Election.* Officers are nominated before or at the Annual Meeting of the Board of Directors, as provided below, and are elected by majority vote of the members of the Board of Directors present at the Annual Meeting. The outgoing President of the Board and Vice President shall identify the slate of Officers for the ensuing year, and the Secretary shall submit such slate to the Board of Directors not less than ten (10) days prior to the Annual Meeting of the Board of Directors. Nominations may also be taken from the floor during the Annual Meeting, provided the nominee has consented to serve, if elected.

Section 6.3 *Terms of Officers.* Officers shall be installed in office as of the Annual Meeting date and serve in office for a period of one (1) year. Each Officer shall be limited to serving no more than three (3) consecutive terms in the same office

Section 6.4 *Vacancies.* A vacancy in any office may be filled by the Board of Directors; or a duty of the office may be temporarily conferred by appointment of the President of the Board upon any other member of the Board of Directors.

Section 6.5 *Powers and Duties.*

Section 6.5.1 *President of the Board.* The President of the Board has the power and the duty to administer and enforce the policies of the Corporation, as determined by the Board of Directors; to call and preside at all meetings of the Board of Directors; to sign, execute, acknowledge, and deliver, for and on behalf of the Corporation, all instruments and documents authorized by the Board of Directors; and to perform such other duties as the Board of Directors may determine. The President of the Board shall be an ex officio member of each Board committee.

Section 6.5.2 *Vice President.* The Vice President shall perform the duties of the President of the Board in his or her absence and shall assist the President of the Board with specific responsibilities, as requested. The Vice President will also be President-elect, intended to succeed that President of the Board for the next term of office.

Section 6.5.3 *Secretary* The Secretary shall have primary responsibility to oversee custody of the minute book and the taking and preservation of proper minutes of all business transacted by the Board of Directors and all other matters that should be recorded. The Secretary shall attest any corporate instrument or document requiring such attestation. The Secretary shall coordinate the preparation of the agenda for each meeting of the Board of Directors and shall cause the distribution to Directors of such agenda and associated meeting materials reasonably in advance

of each such meeting. The Secretary shall give notice as required by these Bylaws and perform such other duties as may be required by the President of the Board.

Section 6.5.4 Treasurer. The Treasurer shall have primary responsibility to oversee custody of the funds and securities of the Corporation, the maintenance of full and complete books and records of all accounts and make a report to the President of the Board or the Board of Directors whenever requested to do so. The Treasurer shall have primary responsibility to oversee disbursements authorized by the Board of Directors and the deposit of all sums in the bank or banks, or trust company, approved by the Board of Directors.

ARTICLE 7 STAFF

Section 7.1 Personnel. The Corporation shall employ such personnel as needed, including a Director of Operations, within budgetary limitations established by the Board of Directors. The President of the Board shall coordinate an annual review of the performance of the Director of Operations and communication regarding such performance and future expectations to the Director of Operations. The Board of Directors shall annually review and approve the compensation of the Director of Operations.

Section 7.2 Duties and Authority The authority and responsibility for each staff member shall be set by job description.

Section 7.3 Restriction on Board of Directors Membership. Staff members shall not be voting members of the Board of Directors.

ARTICLE 8 VOLUNTEERS

Section 8.1 Use of Volunteers. Volunteers, professional and non-professional, shall consist of those people from all walks of life who dedicate a portion of their time and talents to the program and ongoing operation of the Corporation without remuneration.

Section 8.2 Volunteers as Board of Directors Members. Volunteers shall be encouraged to participate as duly elected members of the Board of Directors and as part of strategic planning.

ARTICLE 9 COMMITTEES

Section 9.1 Ad Hoc Committees. Committees may be established and assigned particular duties from time to time by the President of the Board, upon ratification by the Board of Directors. No

committee may commit, expend, or authorize expenditures of unbudgeted corporate funds without prior approval of the Board of Directors.

Section 9.2 Associate Council(s). The Board of Directors may, by majority vote, establish such Associate Council(s) as it may deem appropriate, which shall be governed by the charter adopted by the Board of Directors for such Associate Council(s). Members of Associate Council(s) shall not be members of the Board of Directors and such Associate Council(s) shall have no governance authority or powers regarding the corporation. The Board of Directors may, by majority vote, add or remove any member of such Associate Council(s) at any regular or special Board of Directors meeting. No Associate Council may commit, expend, or authorize expenditures or unbudgeted corporate funds without prior approval of the Board of Directors. An Associate Council will provide guidance, expertise, and assistance as requested to the Board of Directors and the various committees on such matters as long-range planning, fundraising, and other matters requested by the Board of Directors.

Section 9.2.1 Advisory Council. Any Rotarians in the District Governor Line - current, nominee, designate, or past district governors - may serve on the Advisory Council, as well as any past directors that are nominated and appointed to the Council. The Advisory Council serves in an advisory capacity and shall have no governance authority or powers regarding the corporation.

Section 9.3 Standing Committees. At or within a reasonable time after the Annual Meeting, and as necessary and appropriate thereafter, the President of the Board shall designate chairs and members of standing committees, as described below.

Section 9.3.1 Board Development and Bylaws. The Board Development and Bylaws Committee shall be chaired by the Secretary. The Board Development and Bylaws Committee shall be responsible for (i) supporting the recruitment and proposal of persons for election as members of the Board of Directors, (ii) developing and conducting Board of Directors training and evaluation, (iii) annually reviewing and recommending any revisions of these Bylaws and/or policies of the Corporation for consistency with law and current best practices, (iv) assisting the President of the Board in recruiting members for standing and ad hoc committees and any Associate Council, and (v) reviewing and recommending action, in coordination with the President of the Board, regarding complaints concerning any member of the Board of Directors, including conflicts of interest

Section 9.3.2 Budget and Audit. The Budget and Audit Committee shall be chaired by the Treasurer and shall be responsible for reviewing, formulating, and recommending financial policies and internal accounting controls. The Budget and Audit Committee shall consider an annual independent audit be conducted, shall recommend the firm to be employed as the organization's independent auditor, and shall review the results of each audit. The Budget and Audit Committee shall also recommend an annual budget, review financial reports, and assist the Treasurer in preparing financial reports. Budget and Audit

Committee members shall work with the Treasurer to acquire experience in performing their duties.

Section 9.3.3 Strategic Planning. The Strategic Planning Committee shall be chaired by the Vice President and shall assess the needs of the community served by the Corporation and develop a long-range plan. The Strategic Planning Committee shall also review the organization's progress in accomplishing the goals set out in the plan.

ARTICLE 10 GENERAL PROVISIONS

Section 10.1 Fiscal Year. The fiscal year shall begin on the first day of July of each year.

Section 10.2 Financial Reporting. The Director of Operations and the Treasurer shall present at each Annual Meeting, and when called for by a simple majority vote of those present at any special or regular meeting of the Board of Directors, a full and clear statement of the budget and the actual financial condition of the Corporation, including as compared to the budget.

ARTICLE 11 DISSOLUTION OF CORPORATION

Section 11.1 Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purposes of the Corporation in such manner or to such organization or organizations organized and operated exclusively for charitable, educational, religious, literary or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954, or the corresponding provision of any future United States Internal Revenue Law, as the Board of Directors shall determine.

ARTICLE 12 INDEMNIFICATION OF DIRECTORS

Section 12.1 Third Party Proceedings. To the maximum extent permitted by the law of the State of Oklahoma, the Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, other than an action by or in the right of the Corporation (which shall be governed by Section 12.2), by reason of the fact that the person is or was a Director or Officer of the Corporation, or while such a Director or Officer of the Corporation is or was serving at the request of the Corporation as a director, officer, employee, or agent of another of another corporation, partnership, joint venture, trust, or other enterprise, against expenses, including attorney fees, judgments, fines, and amounts paid in settlement actually and reasonably incurred by the person in connection with the action, suit, or proceeding, if the person acted in good faith and in a manner the person reasonably believed to be

in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe the conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that the conduct was unlawful.

Section 12.2 *Corporate Proceedings.* To the maximum extent permitted by the law of the State of Oklahoma, the Corporation shall indemnify any person who was or is a party or is threatened to be made party to any threatened, pending, or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that the person is or was a Director or Officer of the Corporation, or while such a Director or Officer of the Corporation is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses, including attorney fees, actually and reasonably incurred by the person in connection with the defense or settlement of an action or suit if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the Corporation. Notwithstanding the foregoing, the Corporation shall indemnify or advance expenses with respect to any proceeding brought by or on behalf of the Corporation only if such proceeding is authorized or ratified by the Board of Directors of the Corporation, and no indemnification shall be made in respect of any claim, issue, or matter as to which the person shall have been adjudged to be liable to the Corporation unless and only to the extent that the court in which the action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, the person is fairly and reasonably entitled to indemnity for expenses which the court shall deem proper.

Section 12.3 *Mandatory Indemnification.* Without limitation of Sections 12.1 or 12.2, to the extent that a present or former Director or Officer of the Corporation has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in Sections 12.1. or 12.2, or in defense of any claim, issue, or matter therein, the person shall be indemnified against expenses, including attorney fees, actually and reasonably incurred by the person in connection therewith.

Section 12.4 *Determination Required for Indemnity* Any indemnification under the provisions of Section 12.1 or 12.2, unless ordered by a court, shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the present or former Director or Officer is proper in the circumstances because the person has met the applicable standard of conduct set forth in Section 12.1 or 12.2. This determination shall be made, with respect to a person who is a Director or Officer of the Corporation at the time of the determination: (1) by a majority vote of the Directors who are not parties to the action, suit, or proceeding, even though less than a quorum; (2) by a committee of Directors designated by a majority vote of Directors, even though less than a quorum; (3) if there are no such Directors, or if such Directors so direct, by independent legal counsel in a written opinion.

Section 12.5 *Burden of Proof.* In the event a claim for indemnification under Sections 12.1 or 12.2 is denied by the Corporation, the Corporation shall, in any subsequent legal proceedings relating to such denial, have the burden of proving that indemnification was not required hereunder.

Section 12.6 *Advancing Expenses.* Expenses including attorney fees incurred by a current or former Director or Officer in defending a civil, criminal, administrative or investigative action, suit, or proceeding may be paid by the Corporation in advance of the final disposition of the action, suit, or proceeding upon receipt of an undertaking by or on behalf of the Director or Officer to repay the amount if it shall ultimately be determined that the person is not entitled to be indemnified by the Corporation as authorized by the provisions of this Article 12.

Section 12.7 *Scope of Article.* The indemnification permitted by this Article shall not be deemed exclusive of any other rights to which any person may be entitled under any agreement, vote of disinterested Directors, or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding an office. A right to indemnification or to advancement of expenses arising hereunder shall continue as to a person who has ceased to be a Director or Officer and shall inure to the benefit of the heirs, executors, and administrators of such person. Each person who shall act as a Director or Officer of the Corporation shall be deemed to be doing so in reliance upon rights of indemnification provided by this Article 12, and the provisions of this Article 12 shall be deemed a contract between the Corporation and such person.

Section 12.8 *Insurance.* The Corporation shall purchase and maintain insurance on behalf of any person who is or was a Director or Officer of the Corporation, and shall have power to purchase and maintain insurance on behalf of any person who is or was an employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise, in each case against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the Corporation would have the power to indemnify such person against such liability under the provisions of this Article or otherwise.

Section 12.9 *Employees and Agents.* The Corporation may, but is not required to, indemnify any employee or agent of the Corporation who is not also a current or former Director or Officer of the Corporation if the determining group as specified in Section 12.4 determines that indemnification is proper in the specific case.

Section 12.10 *Survival.* Neither amendment nor repeal of this Article 12 nor the adoption of any provision of the Bylaws of the Corporation inconsistent with this Article 12 shall eliminate or reduce the effect of this Article 12 in respect of any matter existing or occurring at the time of or prior to such amendment, repeal or adoption of an inconsistent provision or adversely affect any right or protection of any indemnitee or potential indemnitee.

ARTICLE 13
AMENDMENT OF BYLAWS

Section 13.1 The above Amended and Restated Bylaws ("Bylaws") supersede any previous Bylaws of the Corporation and may be amended, altered, or revoked at any regular or special meeting of the Board of Directors, by affirmative vote of a majority of the Board of Directors. Notice of such proposed amendment or alteration must be given to the Board of Directors at least ten (10) days before any such meeting.

These Amended and Restated Bylaws of MSNI were approved by the Board of Directors this 18th day of January 2025.